



ILB GROUP BERHAD
(Registration No: 199101019353 (229690-K))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of ILB Group Berhad (“ILB” or “the Company”) will be held via live streaming and online remote voting from the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 26 September 2024 at 3.30 p.m. for the purposes of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY IL ENERGY SDN BHD (“ILE”), A WHOLLY-OWNED SUBSIDIARY OF ILB GROUP BERHAD, OF 100% EQUITY INTEREST IN ARMANI SINAR SDN BHD (“ASSB”) FOR A PURCHASE CONSIDERATION OF RM30,000,000 IN CASH (“PROPOSED ACQUISITION 1”)

“THAT approval be and is hereby given for the Company to undertake the proposal involving the acquisition by ILE of 1,000,000 ordinary shares in ASSB representing 100% equity interest of ASSB for a cash consideration of RM30,000,000, in accordance with the terms and conditions in the conditional share sale agreement dated 17 July 2024 entered into between ILE and Andy Woo Weng Kok;

THAT the board of directors of the Company (“Board”) be and is hereby empowered and authorised to take such steps and to do or to procure all acts, deeds and things, and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as the Board may deem fit, necessary, expedient or appropriate in order to implement, finalise and give full effect to the Proposed Acquisition 1, with full powers to negotiate, approve, agree and/or assent to any term, condition, variation, modification and/or amendment to the terms of the Proposed Acquisition 1 in any manner as may be required by the relevant regulatory authorities and/or parties or as may be deemed necessary and/or expedient by the Board in the best interests of the Company, and to deal with all matters incidental, ancillary to and/or relating to the Proposed Acquisition 1;

AND THAT any and all previous actions taken by the Board for the purpose of or in connection with the Proposed Acquisition 1 be and are hereby adopted, approved, ratified and confirmed.”

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY IL ENERGY SDN BHD (“ILE”), A WHOLLY-OWNED SUBSIDIARY OF ILB GROUP BERHAD, OF SOLAR ASSETS OF ARMANI ENERGY SDN BHD (“AESB”) FOR A PURCHASE CONSIDERATION OF RM68,000,000 IN CASH (“PROPOSED ACQUISITION 2”)

“THAT, subject to all approvals and consents being obtained from all relevant authorities and/or parties (where applicable), approval be and is hereby given for the Company to undertake the proposal involving the acquisition by ILE of the solar photovoltaic energy generating system assets of AESB with a total capacity of approximately 16.9 megawatt peak (MWp) from AESB for a cash consideration of RM68,000,000, in accordance with the terms and conditions in the conditional sale and purchase agreement dated 17 July 2024 entered into between ILE and AESB;

THAT the board of directors of the Company (“Board”) be and is hereby empowered and authorised to take such steps and to do or to procure all acts, deeds and things, and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as the Board may deem fit, necessary, expedient or appropriate in order to implement, finalise and give full effect to the Proposed Acquisition 2, with full powers to negotiate, approve, agree and/or assent to any term, condition, variation, modification and/or amendment to the terms of the Proposed Acquisition 2 in any manner as may be required by the relevant regulatory authorities and/or parties or as may be deemed necessary and/or expedient by the Board in the best interests of the Company, and to deal with all matters incidental, ancillary to and/or relating to the Proposed Acquisition 2;

AND THAT any and all previous actions taken by the Board for the purpose of or in connection with the Proposed Acquisition 2 be and are hereby adopted, approved, ratified and confirmed.”

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME OF THE COMPANY FROM “ILB GROUP BERHAD” TO “NUENERGY HOLDINGS BERHAD” (PROPOSED CHANGE OF NAME”)

“THAT the name of the Company be changed from “ILB GROUP BERHAD” to “NUENERGY HOLDINGS BERHAD” with effect from the date of a issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia AND THAT all references in the Constitution of the Company in relation to the name “ILB GROUP BERHAD”, wherever appearing in the Constitution of the Company, shall be deleted and substituted with “NUENERGY HOLDINGS BERHAD”.

AND THAT the Directors and/or Secretary of the Company be and are hereby authorised to do or procure to be done all acts, deeds, things and to execute, enter into, sign and deliver on behalf of the Company all documents as they may consider necessary, expedient and/or appropriate and to carry out all necessary formalities to give full effect to the Proposed Change of Name.”

BY ORDER OF THE BOARD

CHING CHUN KEONG
Company Secretary
(SSM PC No. 202308000092)
(MAICSA 7073630)

Selangor, Malaysia
4 September 2024

Notes:

- Members Entitled to Attend: Only members whose names appear in the Record of Depositors as at 20 September 2024 shall be entitled to attend the meeting.
- Voting By Poll: Pursuant to Paragraph 8.29A (1) of the Main Market Listing Requirements (“MMLR”), all the resolutions set out in this Notice shall be put to vote by poll.
- Pursuant to Section 334 of the Companies Act 2016, a member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority, shall be deposited at the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 24 hours before the time appointed for holding the meeting. Alternatively, the proxy form can be electronically lodged with the Company’s Share Registrars at <https://investor.boardroomlimited.com> not less than 24 hours before the EGM. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form. The lodging of the proxy form will not preclude shareholders from attending and voting in person at the EGM should they subsequently wish to do so.
- A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member / authorized nominee / exempt authorized nominee appoints two (2) proxies, the appointment shall be invalid unless the proportions of shareholdings to be represented by each proxy is specified.
- Where a member of the Company is an exempt authorized nominee who holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each Omnibus Accounts it holds.
- If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.



ILB GROUP BERHAD
REGISTRATION NO. 199101019353 (229690-K)

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF ILB GROUP BERHAD

Day and Date	: Thursday, 26 September 2024
Time	: 3:30 p.m.
Broadcast venue	: Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia
Meeting platform	: https://meeting.boardroomlimited.my
Mode of Communication	: <ol style="list-style-type: none">1) Pose questions to the Board via real time submission of typed texts at meeting platform during live streaming of the EGM2) Submit questions by logging into the Boardroom Smart Investor Portal at https://investor.boardroomlimited.com prior to Meeting using the same user ID and password in Step E of the procedure of Virtual Meeting Facilities and select “SUBMIT QUESTION” to pose questions.3) Email questions to investorrelation@ilb.com.my no later than 10.00 a.m. on Monday, 23 September 2024

Dear Shareholders,

ILB Group Berhad (“the Company”) continues to leverage on technology to facilitate meaningful engagement with its shareholders by conducting its EGM virtually through live streaming and online remote voting facilities provided by the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd. The conduct of a virtual EGM is in line with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and the Company’s Constitution which require the Chairman of the meeting (“Chairman”) to be present at the main venue of the meeting. Shareholders/proxies are not allowed to be physically present at the Broadcast Venue.

A. Entitlement to Participate in the EGM

In respect of deposited securities, only members whose names appear on the Record of Depositors on 20 September 2024 (General Meeting Record of Depositors) shall be eligible to participate in the meeting or appoint proxy(ies) to participate on his/her behalf.

B. Form(s) of Proxy

If you are unable to attend the EGM, you are encouraged to appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

Please ensure that the original form is deposited with Boardroom Share Registrars Sdn Bhd not less than twenty-four (24) hours before the time appointed for holding the meeting.

Alternatively, you may deposit your proxy form(s) by electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (kindly refer to section E below).

C. Revocation of Proxy


If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our electronic EGM yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

D. Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by poll. Poll administrators and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

E. Virtual Meeting Facilities

Procedure	Action
Before the day of the EGM	
1. Register Online with Boardroom Smart Investor Portal (For first time registration only)	<p>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</p> <p>(a) Access website https://investor.boardroomlimited.com</p> <p>(b) Click <<Register>> to sign up as a user.</p> <p>(c) Please select the correct account type i.e. sign up as “Shareholder” or “Corporate Shareholder”</p> <p>(d) Complete the registration with all required information. Upload a softcopy of your or representative’s MyKAD/Identification Card (front and back) or Passport</p> <p>(e) For corporate holder, kindly upload the authorization letter as well. Click “Sign Up”.</p> <p>a. You will receive an email from Boardroom for email address verification. Click “Verify Email Address” from the email received to continue with the registration.</p> <p>b. Once your email address is verified, you will be re-directed to Boardroom Smart Investor Portal for verification of mobile number. Click “Request OTP Code” and an OTP code will be sent to the registered mobile number. You will need to enter the OTP code and click “Enter” to complete the process.</p> <p>c. Your registration will be verified and approved within one (1) business day and an email notification will be provided to you.</p>
Procedure	
Action	
Before the day of the EGM	
2. Submit request for remote participation	<p>Registration for remote access will be opened on 4 September 2024. Please note that the closing time to submit your request is at 3.30 p.m. on 25 September 2024 (24 hours before the commencement of the EGM).</p> <p>Individual/ Corporate Members</p> <p>a. Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above.</p> <p>b. Select ILB GROUP BHD EXTRAORDINARY GENERAL MEETING from the list of Corporate Meetings and click “Enter”.</p> <p>c. Click on “Register for RPEV”.</p> <p>d. Read and accept the General Terms & Conditions and click “Next”.</p> <p>e. Enter your CDS Account Number and thereafter submit your request.</p> <p>Appointment of Proxy</p> <p>a. Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above.</p> <p>b. Select ILB GROUP BHD EXTRAORDINARY GENERAL MEETING from the list of Corporate Meetings and click “Enter”.</p> <p>c. Click on “Submit eProxy Form”.</p> <p>d. Select the company you would like to be represented (if more than one, for Corporate Shareholder).</p> <p>e. Select your proxy – either the Chairman of the meeting or individual named proxy(ies).</p> <p>f. Read and accept the General Terms and Conditions by clicking “Next”.</p> <p>g. Enter the required particulars of your proxy(ies).</p> <p>h. Indicate your voting instructions – FOR or AGAINST or ABSTAIN. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate DISCRETIONARY.</p> <p>i. Review and confirm your proxy appointment.</p> <p>j. Click “Apply”.</p> <p>k. Download or print the eProxy form as acknowledgement.</p>

	Submit request for remote participation (Continued)	<p>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</p> <p>1) Authorised Nominee and Exempt Authorised Nominee (via Boardroom Smart Investor Portal)</p> <ol style="list-style-type: none"> a. Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. b. Select ILB GROUP BHD EXTRAORDINARY GENERAL MEETING from the list of Meeting Event and click “Enter”. c. Click on “Submit eProxy Form”. d. Select the company you would like to be represented (if more than one). e. Proceed to download the file format for “Submission of Proxy Form” from the investor portal. f. Prepare the file for the appointment of proxies by inserting the required data. g. Proceed to upload the duly completed proxy appointment file. h. Review and confirm your proxy appointment and click “Submit”. i. Download or print the eProxy form as acknowledgement. <p>For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees, you may also write to bsr.helpdesk@boardroomlimited.com and provide name of the shareholder, CDS account no. and the Certificate of Appointment of Corporate Representative or Proxy Form (as the case may be). A copy of MyKad or passport and a valid email address are required.</p> <p><i>Note: If you are the authorized representatives for more than one (1) authorized nominee / exempt authorized nominee/ corporate shareholder, kindly click the home button and select “Edit Profile” in order to add Company name.</i></p>
3	Email notification	<ol style="list-style-type: none"> a. You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified. b. Upon system verification against the General Meeting Record of Depositories as at 20 September 2024, you will receive an email from Boardroom either approving or rejecting your registration for remote participation together with the Meeting ID and your remote access user ID and password.
On the day of the EGM		
4.	Login to Meeting Platform	<ol style="list-style-type: none"> a. The Meeting Platform will be open for login one (1) hour before the commencement of the EGM. b. The Meeting Platform can be accessed via one of the following: <ul style="list-style-type: none"> ➢ Scan the QR Code provided in the email notification; or ➢ Navigate to the website at https://meeting.boardroomlimited.my c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 3.
5.	Participate	<p><i>[Note: Please follow the User Guides provided in the confirmation email above to view the live webcast, submit questions and vote.]</i></p> <ol style="list-style-type: none"> a. If you would like to view the live webcast, select the broadcast icon.  b. If you would like to ask a question during the EGM, select the messaging icon.  c. Type your message within the chat box and once completed, click the send button.
6.	Voting	<ol style="list-style-type: none"> a. Once polling has been opened, the polling icon will appear with the resolutions and your voting choices until the Chairman declares the end of the voting session. b. To vote, select your voting direction from the options provided. A confirmation message will appear to indicate that your vote has been received. c. To change your vote, re-select your voting preference. d. If you wish to cancel your vote, please press “Cancel”.
7.	End of Participation	Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end.

F. No Recording or Photography

No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

G. Enquiry

If you have any enquiries prior to the EGM, please contact the following during office hours from Monday to Friday from 8.30 a.m. to 5.30. p.m. (except for public holidays):

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

General Line : 603-7890 4700

Fax Number : 603-7890 4670

Email : bsr.helpdesk@boardroomlimited.com

Personal Data Policy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.